

RECORDATION NO. 22581-Y FILED

AUG 04 '03

1-14 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2<sup>nd</sup> DAY AIR

## FIRST UNION RAIL

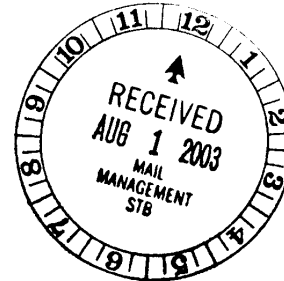
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

July 30, 2003

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated June 27, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22581.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Cascade and Columbia River Railroad Co.  
5300 Broken Sound Blvd., N.W.  
Boca Raton, FL 33487

A description of the railroad equipment covered by the enclosed document is fifty (50) 2494 cubic foot capacity steel gondola cars, with NOKL marks (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Amy Rómo

Manager of Documentation

Enclosures

(CSCD048)

RECORDATION NO. 22581-Y FILED

ASSGN. NO. CSCD048

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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27th day of June, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 46 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 11, 2003, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: Vice President Sales & Marketing

By: Amy Rume

Name: AMY RUME

Title: Manager of Documentation

Executed on this 27th day of June, 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27th day of June, 2003.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



**LESSEE:**

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: *Sandra K. Franzen*

Name: *Sandra K. Franzen*

Title: *VP-Contracts*

ATTEST:

By: *David McCloud*

Name: *David McCloud*

Title: *Manager-- Fleet*

Executed on this *11th* day of *June*, 2003.

[CORPORATE SEAL]

STATE OF *Florida*

COUNTY OF *Palm Beach*

I, *Dorothy Singer*, a Notary Public of the County and State aforesaid,  
certify that *Sandra K. Franzen* personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this *11th* day of *June*, 2003.

*Dorothy Singer*  
Notary Public

Commission Expires:

*7-16-05*  
(Notary Public)



**Dorothy Singer**  
Commission # DD 031124  
Expires July 16, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: 1981 built; 5 ft sided, 263,000 lbs. gross rail load, 2494 cu. ft. capacity coil steel gondola cars with fiberglass hoods, wooden coil trough and cross bracing with capacity to handle steel coils from 30" to 84" in diameter.

CAR NUMBERS: See below:

NOKL 318251	NOKL 318286
NOKL 318252	NOKL 318287
NOKL 318253	NOKL 318288
NOKL 318254	NOKL 318289
NOKL 318255	NOKL 318290
NOKL 318256	NOKL 318291
NOKL 318257	NOKL 318292
NOKL 318258	NOKL 318293
NOKL 318259	NOKL 318294
NOKL 318260	NOKL 318295
NOKL 318261	NOKL 318296
NOKL 318262	NOKL 318297
NOKL 318263	NOKL 318298
NOKL 318264	NOKL 318299
NOKL 318265	NOKL 318300
NOKL 318266	Count: 50
NOKL 318267	
NOKL 318268	
NOKL 318269	
NOKL 318270	
NOKL 318271	
NOKL 318272	
NOKL 318273	
NOKL 318274	
NOKL 318275	
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NOKL 318283	
NOKL 318284	
NOKL 318285	